

EXHIBIT AJ

ETRE Financial

June 13, 2014

Sol Mayer
ETRE Investors Holdings LLC
510 Madison Avenue
Suite 1400
New York, NY 10022

Re: Investment in ETRE Financial, LLC

Mr. Mayer,

The following summarizes the principal terms between ETRE Financial, LLC (“ETRE”) and LH Financial or its affiliates (“LH”) pursuant to which LH will make an investment in ETRE (the “Transaction”). This letter is not intended to constitute a binding contract. ETRE is not obligated to proceed with the Transaction unless the parties agree on mutually acceptable definitive final closing agreements with respect to the Transaction.

Investment Amount: \$1,725,000 (One Million and Seven Hundred and Twenty Five Thousand Dollars) of which (a) \$500,000 will be funded upon the execution of the Amended and Restated Operating Agreement of ETRE Financial, LLC (the “Initial Investment”) and (b) \$1,225,000 to be held in escrow and funded at a later date (the “Deferred Investment”).

Deferred Investment: The Deferred Investment shall be funded as follows:

- (a) \$725,000 to be funded 90 days after closing.
- (b) \$500,000 to be funded 180 days after closing
- (c) \$250,000 for each signed term sheet the Company has to take a building(s) public (a “Building Investment”)
- (d) \$250,000 upon the execution of a licensing agreement from an ETF provider for the Nasdaq ETRE Indexes (the “ETF Investment”).

Membership Interest: LH will receive 20,000 membership units (“Units”) in ETRE upon the funding of the Initial Investment and an additional 49,000 Units in ETRE upon the funding of the Deferred Investment. In total, the 69,000 Units will represent 34.5% of all outstanding and authorized Units.

Company: ETRE Financial, LLC including its subsidiaries:

ETRE Asset Management, LLC
ETRE Trading, LLC

ETRE Financial

ETRE Capital Markets, LLC
ETRE Tenant Profiles, LLC

Board of Directors:

LH will be entitled to one seat on the board of directors of ETRE. The ETRE board will consist of 5 members in total. Board decisions will be based on 4/5 voting approval.

Operating Agreement:

LH confirms that it has reviewed the amended and restated Operating Agreement of ETRE Financial dated _____ that is attached to this letter as Exhibit A, and are prepared to execute such Agreement.

Contingencies:

LH shall have the right to withhold the Deferred Investment in the event that ETRE or any Member of ETRE is being indicted of, or the subject of, a governmental or regulatory securities or criminal complaint (exclusive of misdemeanor traffic violations); (b) ETRE or any Member of ETRE is convicted of or entering a plea of nolo contendere to a felony or misdemeanor involving a crime of moral turpitude or dishonesty; (c) the finding by a court or arbitrator that ETRE or any Member of ETRE has committed an act of dishonesty, misappropriation, embezzlement or fraud involving personal profit; (d) a Member of ETRE has become adverse to ETRE in a legal action or proceeding initiated by a Member of ETRE or by ETRE; (e) the finding by a court or arbitrator that the ETRE or any Member of ETRE has breached in any material respect the Operating Agreement, which breach is not cured (to the extent reasonably susceptible to cure) after written notice to the Company or Member of such breach and a thirty (30) Day opportunity to cure such breach.

Notwithstanding the paragraph above, LH shall not have the right to withhold any Deferred Investment as part of a Building Investment or an ETF Investment.

Public Announcement:

Any public announcement by LH indicating the association of ETRE with LH in connection with the Transaction (including the execution of this Letter), and the timing of such announcements (the form of which shall include electronic communications), must be agreed to in writing by ETRE in advance.

Confidentiality:

The parties will keep the proposed transaction and the terms of this Term Sheet, as well as any materials provided by any party to the other party in connection with the proposed transaction or this Term Sheet, confidential except for disclosure on a confidential basis to attorneys, accountants, prospective lenders,

ETRE Financial

financial partners and other professionals working with ETRE or LH in connection with this transaction or others as required by law.

Very truly yours,
ETRE Financial, LLC

By: Paul Frischer
President